

MARCUS STEPHEN H
Form SC 13G/A
February 14, 2007

OMB APPROVAL

OMB Number: 3235-0145
Expires: February 28, 2009
Estimated average burden
hours per response 10.4

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

SCHEDULE 13G

**Under the Securities Exchange Act of 1934
(Amendment No. 28)***

THE MARCUS CORPORATION

(Name of Issuer)

Common Stock, \$1.00 par value

(Title of Class of Securities)

566330 10 6

(CUSIP Number)

December 31, 2006

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page. The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

(Continued on following page(s))
Page 1 of 7 Pages

CUSIP No. 566330 10 6

1		NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)	
		Stephen H. Marcus	
2		CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)	(a) <input type="checkbox"/>
		Not Applicable	(b) <input type="checkbox"/>
3		SEC USE ONLY	
4		CITIZENSHIP OR PLACE OF ORGANIZATION	
		United States	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	5	SOLE VOTING POWER	
		4,014,788⁽¹⁾	
	6	SHARED VOTING POWER	
		58,073	
	7	SOLE DISPOSITIVE POWER	
		1,280,905	
	8	SHARED DISPOSITIVE POWER	
		80,249	
9		AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
		4,072,861⁽¹⁾	
10		CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)	
		N/A	<input type="checkbox"/>
11		PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)	
		13.4%	
12		TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)	
		IN	

(1) Includes 2,711,707 shares beneficially owned by Marcus Family Holdings LLC. As of December 31, 2006, Mr. Marcus and several trusts that he established (and of which he is a beneficiary) held 96.9% of the membership units of Marcus Family Holdings LLC.

CUSIP No. 566330 10 6

1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Marcus Family Holdings LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

Not Applicable

(a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	5	SOLE VOTING POWER
		2,711,707
	6	SHARED VOTING POWER
		0
	7	SOLE DISPOSITIVE POWER
		2,711,707
	8	SHARED DISPOSITIVE POWER
		0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,711,707

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES
(SEE INSTRUCTIONS)

N/A

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

8.9%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO

CUSIP No. 566330 10 6

This Amendment No. 28 to Schedule 13G with regard to The Marcus Corporation is being filed on behalf of the undersigned to amend Item 4 of the originally filed Schedule 13G. Except as expressly stated herein, there have been no material changes in the information set forth in the Schedule 13G.

Item 4. Ownership:

Stephen H. Marcus

- (a) Amount Beneficially Owned: 4,072,861
- (b) Percent of Class: 13.4%
- (c) Number of shares as to which such person has:
 - (i) sole power to vote or to direct the vote: 4,014,788
 - (ii) shared power to vote or to direct the vote: 58,073
 - (iii) sole power to dispose or to direct the disposition of: 1,280,905
 - (iv) shared power to dispose or to direct the disposition of: 80,249

Other than with respect to (i) 6,003 shares of Common Stock (which Mr. Marcus shares voting and dispositive power), (ii) 700 shares of Common Stock (which Mr. Marcus has sole voting and shared dispositive power), and (iii) 21,895 shares of Common Stock (which Mr. Marcus has sole voting and no dispositive power), all of the reported beneficial ownership of Common Stock results from the beneficial ownership of shares of Class B Common Stock, which are convertible at any time into Common Stock on a share-for-share basis. The percent of class figure assumes conversion of all outstanding shares of Class B Common Stock into shares of Common Stock.

Mr. Marcus beneficial ownership consists of the following:

- (i) 6,003 shares of Common Stock held by a trust whereby Mr. Marcus serves as Trustee;
- (ii) 700 shares of Common Stock held by a trust whereby Mr. Marcus and his sister, Diane Marcus Gershowitz, serve as Co-Trustees;
- (iii) 21,895 shares of Common Stock held by the Marcus Family Holdings LLC;
- (iv) 615,845 shares of Class B Common Stock held individually by Mr. Marcus;
- (v) 2,689,812 shares of Class B Common Stock held by the Marcus Family Holdings LLC;

CUSIP No. 566330 10 6

- (vi) 665,060 shares of Class B Common Stock held by the estate of Mr. Marcus deceased wife;
- (vii) 50,845 shares of Class B Common Stock held by the Ben and Celia Marcus 1992 Revocable Trust F/B/O Stephen H. Marcus.
- (viii) 1,225 shares of Class B Common Stock held by trusts whereby Mr. Marcus serves as Trustee; and
- (ix) 21,476 shares of Class B Common Stock held by trusts whereby Mr. Marcus and his sister, Diane Marcus Gershowitz, serve as Co-Trustees.

The trusts and Mr. Marcus, for shares held individually, each have the right to receive dividends and proceeds from the sale of securities held thereby.

Marcus Family Holdings LLC

- (a) Amount Beneficially Owned: 2,711,707
- (b) Percent of Class: 8.9%
- (c) Number of shares as to which such person has:
 - (i) sole power to vote or to direct the vote: 2,711,707
 - (ii) shared power to vote or to direct the vote: 0
 - (iii) sole power to dispose or to direct the disposition of: 2,711,707
 - (iv) shared power to dispose or to direct the disposition of: 0

Other than with respect to 21,895 shares of Common Stock, all of the reported beneficial ownership of Common Stock held by Marcus Family Holdings LLC results from the beneficial ownership of shares of Class B Common Stock, which are convertible at any time into Common Stock on a share-for-share basis. The percent of class figure assumes conversion of all outstanding shares of Class B Common Stock into shares of Common Stock.

Marcus Family Holdings LLC has the right to receive dividends and proceeds from the sale of securities held thereby.

CUSIP No. 566330 10 6

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 13, 2007

/s/ Stephen H. Marcus
Stephen H. Marcus

MARCUS FAMILY HOLDINGS LLC

By: /s/ Stephen H. Marcus
Stephen H. Marcus
Manager

Page 6 of 7 Pages

Exhibit 1

AGREEMENT

AGREEMENT dated as of February 13, 2007, by and between Stephen H. Marcus and Marcus Family Holdings LLC, a Delaware limited liability company.

WHEREAS, in accordance with Rule 13d-1(k) of the Securities Exchange Act of 1934 (the Act), only one such statement need be filed whenever two or more persons are required to file a statement pursuant to Section 13(d) of the Act with respect to the same securities, provided that said persons agree in writing that such statement is filed on behalf of each of them.

NOW, THEREFORE, in consideration of the premises and mutual agreements herein contained, the parties hereto agree as follows:

Each of Stephen H. Marcus and Marcus Family Holdings LLC hereby agree, in accordance with Rule 13d-1(k) under the Act, to file one Statement on Schedule 13G relating to their ownership of the stock of The Marcus Corporation and hereby further agree that said Statement shall be filed on behalf of each of Stephen H. Marcus and Marcus Family Holdings LLC. Nothing herein shall be deemed to be an admission that the parties hereto, or any of them are members of a group (within the meaning of Section 13(d) of the Act and the rules promulgated thereunder) with respect to any securities of The Marcus Corporation.

IN WITNESS WHEREOF, the parties have executed this Agreement as of the date first written above.

/s/ Stephen H. Marcus
Stephen H. Marcus

MARCUS FAMILY HOLDINGS LLC

By: /s/ Stephen H. Marcus
Stephen H. Marcus
Manager

